

Section II - LEGAL QUALIFICATIONS (Page 3)

ONLY RADIO APPLICANTS NEED RESPOND TO QUESTIONS 7, 8 AND 9.

7. Does the applicant or any party to the application, own, or have an attributable interest in: (a) any AM, FM or TV station; or (b) in a daily newspaper in the same market(s) as the station(s) being proposed?

☒ Yes ☐ No

8. Does the applicant, or any party to the application, broker more than 15 percent of the broadcast hours per week of any AM or FM station in a market in which the applicant, or party to the application, has an attributable interest in any AM or FM station? See 47 C.F.R. Section 73.3555(a) for definition of "radio market."

☒ Yes ☐ No

If the answer to 7 or 8 is Yes, set forth in an Exhibit, name of party having interest; nature of the interest; call letters and location of stations involved; and identification of newspaper, where applicable.

Exhibit No.
C

9. Does the principal community service contour (predicted or measured 5 mV/m groundwave contour for AM; predicted 3.16 mV/m contour for FM) or any AM or FM station being proposed overlap the principal community service contour of:

(a) an AM or FM station which is directly or indirectly owned, operated or controlled by the applicant or any party to the application; or

☐ Yes ☒ No

(b) an AM or FM station at which more than 15 percent of the broadcast time per week is brokered by the applicant or any party to the application?

☒ Yes ☐ No

If the answer to (a) or (b) is Yes, do you certify that the ownership interests which will result from grant of the application(s) comply with 47 C.F.R. Section 73.3555(a), or that appropriate waivers of that section are herein sought?

☒ Yes ☐ No

If Yes, attach a separate Exhibit containing the market and audience information necessary to demonstrate compliance.

Exhibit No.
D

NOTE: With reference to the Radio Contour Overlap Rule of 47 C.F.R. Section 73.3555(a), the applicant's Exhibit must include: (i) a map that clearly identifies, by relevant contours, the location and geographic coverage of the market or markets involved; (ii) the number of commercial AM and FM stations counted as being in the market or markets, including a map that shows the principal community contours of the stations that define the market or markets and the principal community contours of all commercial stations intersecting with the principal community contours of these stations; (iii) for markets with 15 or more commercial radio stations, a combined audience share figure, the basis and/or source material for this figure, and the results and qualification of any commissioned audience survey or alternative showing used; and (iv) the call letters and locations of all stations in the market or markets that are, or are proposed to be, commonly owned, operated or controlled, including any AM or FM station in the market for which the applicant or any party to the application brokers more than 15 percent of that station's broadcast time per week.

Section II - LEGAL QUALIFICATIONS (Page 4)

10. Does the applicant, or any party to the application, have a petition to migrate to the expanded band (1506 - 1705 (kHz)) or a permit or license either in the existing band or expanded band that is held in combination with the AM facility proposed to be modified herein?

☒ Yes ☐ No

If Yes, provide particulars as an Exhibit.

Exhibit No.
E

11. Does the applicant, any party to the application or any non-party equity owner in the applicant have, or have they had, any interest in:

(a) a broadcast station, or pending broadcast station application before the Commission?

☒ Yes ☐ No

(b) a broadcast application which has been dismissed with prejudice by the Commission?

☒ Yes ☐ No

(c) a broadcast application which has been denied by the Commission?

☒ Yes ☐ No

(d) a broadcast station, the license of which has been revoked?

☐ Yes ☒ No

(e) a broadcast application in any pending or concluded Commission proceeding which left unresolved character issues against the applicant?

☐ Yes ☒ No

If the answer to any of the questions in (a) - (e) above is Yes, state in an Exhibit the following information:

Exhibit No.
F

(1) Name of party having interest;

(2) Nature of interest or connection, giving dates;

(3) Call letters of stations or file number of application or docket; and

(4) Location.

12. (a) Are any of the parties to the application or non-party equity owners in the applicant related (as husband, wife, father, mother, brother, sister, son or daughter) to each other?

☐ Yes ☒ No

(b) Does any member of the immediate family (i.e., husband, wife, father, mother, brother, sister, son or daughter) of any party to the application or non-party equity owner in the applicant have any interest in or connection with any other broadcast station, pending broadcast application or newspaper in the same area (see Section 73.3555(c)) or, in the case of a television station applicant only, a cable television system in the same area (see Section 76.501(a))?

☒ Yes ☐ No

If the answer to (a) or (b) above is Yes, attach an Exhibit giving full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

Exhibit No.
F, G

13. State in an Exhibit any interest the applicant or any party to this application proposes to divest in the event of a grant of this application.

Exhibit No.
N/A

OTHER MASS MEDIA INTERESTS

14. (a) Do individuals or entities holding nonattributable interests of 5% or more in the applicant have an attributable ownership interest or corporate officership or directorship in a broadcast station, newspaper or CATV system in the same area? (See Instruction C to Section II.)
- (b) Does any member of the immediate family (i.e., husband, wife, father, mother, brother, sister, son or daughter) of an INDIVIDUAL holding a nonattributable interest of 5% or more in the applicant have any interest in or connection with any other broadcast station, pending broadcast application, newspaper in the same area (see Section 73.3555(c)), or, in the case of a television station applicant only, a cable television system in the same area (see Section 76.501(a))?

☐ Yes ☐ No
N/A

☐ Yes ☐ No
N/A

If the answer to (a) and/or (b) above is Yes, attach an Exhibit giving a full disclosure concerning the persons involved, their relationship, the nature and extent of such interest or connection, the file number of such application, and the location of such station or proposed station.

Exhibit No.
N/A

CITIZENSHIP AND OTHER STATUTORY REQUIREMENTS

15. (a) Is the applicant in compliance with of the provisions of Section 310 of the Communications Act of 1934, as amended, relating to interests of aliens and foreign governments? (See Instruction D to Section II.)
- (b) Will any funds, credits or other financial assistance for the construction, purchase or operation of the station(s) be provided by aliens, foreign entities, domestic entities controlled by aliens, or their agents?

☒ Yes ☐ No

☐ Yes ☒ No

If the answer to (b) above is Yes, attach an Exhibit giving full disclosure concerning this assistance.

Exhibit No.
N/A

16. Has an adverse finding been made or an adverse final action been taken by any court or administrative body as to the applicant, any party to this application, or any non-party equity owner in the applicant, in a civil or criminal proceeding brought under the provisions of any law related to the following:

☐ Yes ☒ No

Any felony; mass media related antitrust or unfair competition; fraudulent statements to another governmental unit; or discrimination?

If the answer is Yes, attach as an Exhibit a full disclosure of the persons and matters involved, including an identification of the court or administrative body and the proceeding (by dates and file numbers), a statement of the facts upon which the proceeding was based or the nature of the offense committed, and a description of the disposition of the matter.

Exhibit No.
N/A

SECTION III - FINANCIAL QUALIFICATIONS

NOTE: If this application is for a change in an operating facility do not fill out this Section.

1. The applicant certifies that sufficient net liquid assets are on hand or that sufficient funds are available from committed sources to construct and operate the requested facilities for three months without revenue.

☒ Yes

☐ No

2. State the total funds you estimate are necessary to construct and operate the requested facility for three months without revenue.

\$ 500,000.00

3. Identify each source of funds, including the name, address, and telephone number of the source (and a contact person if the source is an entity), the relationship (if any) of the source to the applicant, and the amount of funds to be supplied by each source.

Source of Funds (Name and Address)	Telephone Number	Relationship	Amount
R. Steven Hicks 1702 Windsor Road Austin, Texas 78703	counsel (202) 429-7280	Self	100%

SECTION IV-A - PROGRAM SERVICE STATEMENT

Attach as an Exhibit a brief description, in narrative form, of the planned programming service relating to the issues of public concern facing the proposed service area.

Exhibit No.
H

SECTION IV-B - INTEGRATION STATEMENT

1. List each principal of the applicant who, in the event of a grant of the application on a comparative basis, proposes to participate in the management of the proposed facility and, with respect to each such principal, state whether he or she will work full-time (minimum 40 hours per week) or part-time (minimum 20 hours per week) and briefly describe the proposed position and duties.
2. State with respect to each principal identified in response to Item 1. above, whether the applicant will claim qualitative credit for any of the following enhancement factors:
 - (a) Minority Status
 - (b) Past Local Residence
If Yes, specify whether in the community of license or service area and the corresponding dates.
 - (c) Female Status
 - (d) Broadcast Experience
If Yes, list each employer and state the position and corresponding dates.
 - (e) Daytime Preference
 - (f) Civic Activities
If Yes, describe the activities, specify whether in the community of license or service area, and state the corresponding dates.

Exhibit No.
N/A

SECTION VI - EQUAL EMPLOYMENT OPPORTUNITY PROGRAM

Does the applicant propose to employ five or more full-time employees?

☒ Yes

☐ No

If Yes, the applicant must include an EEO program called for in the separate Broadcast Equal Employment Opportunity Program Report (FCC Form 396-A).

SECTION VII - CERTIFICATIONS

1. Has or will the applicant comply with the public notice requirements of 47 C.F.R. Section 73.3580?
2. Has the applicant reasonable assurance, in good faith, that the site or structure proposed in Section V of this form, as the location of its transmitting antenna, will be available to the applicant for the applicant's intended purpose?

☒ Yes

☐ No

☒ Yes

☐ No

If No, attach as an Exhibit, a full explanation.

Exhibit No.
N/A

3. If reasonable assurance is not based on applicant's ownership of the proposed site or structure, applicant certifies that it has obtained such reasonable assurance by contacting the owner or person possessing control of the site or structure.

Name of person contacted: _____

Telephone No. (include area code): _____

Person contacted (check one box below):

☐ Owner

☐ Owner's Agent

☐ Other (specify) _____

4. By checking Yes, the applicant certifies, that, in the case of an individual applicant, he or she is not subject to a denial of federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862, or, in the case of a non-individual applicant (e.g., corporation, partnership or other unincorporated association), no party to the application is subject to a denial of federal benefits that includes FCC benefits pursuant to that section. For the definition of a "party" for these purposes, see 47 C.F.R. Section 1.2002(b).

☒ Yes

☐ No


The APPLICANT hereby waives any claim to the use of any particular frequency as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application. (See Section 304 of the Communications Act of 1934, as amended.)

The APPLICANT acknowledges that all the statements made in this application and attached Exhibits are considered material representations, and that all Exhibits are a material part hereof and incorporated herein.

The APPLICANT represents that this application is not filed for the purpose of impeding, obstructing, or delaying determination on any other application with which it may be in conflict.

In accordance with 47 C.F.R. Section 1.65, the APPLICANT has a continuing obligation to advise the Commission, through amendments, of any substantial and significant changes in information furnished.

I certify that the statements in this application are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Name R. Steven Hicks	Signature 
Title Individual	Date February 17, 1998
Typed or Printed Name of Person Signing R. Steven Hicks	

WILLFUL FALSE STATEMENTS ON THIS FORM ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. CODE, TITLE 18, SECTION 1001), AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. CODE, TITLE 47, SECTION 312(a)(1)), AND/OR FORFEITURE (U.S. CODE, TITLE 47, SECTION 503).

BACKGROUND

This FCC Form 301 application is being submitted as a major amendment to August Communications Group, Inc.'s ("August") July 14, 1988 application for a construction permit for a new FM station on Channel 290C2 in Round Rock, Texas. See FCC File No. BPH-880714MN. This amendment seeks to substitute R. Steven Hicks ("Hicks") as the applicant for Channel 290C2.

Elinor Lewis Stephens ("Stephens") and Grass Roots Radio, Inc. ("Grass Roots") also filed construction permit applications for the Round Rock allotment in July 1988. Comparative hearing sessions were held in November 1991 and in June 1992. However, the Round Rock comparative proceeding, like all other pending comparative proceedings, was held in abeyance by the Commission in the wake of the decision of the U.S. Court of Appeals in Bechtel v. FCC, 957 F.2d 873 (D.C. Cir. 1992).

The Balanced Budget Act of 1997 ("Act") provided that applicants in comparative proceedings were to be afforded 180 days within which to enter into settlement agreements and directed the Commission to waive any provisions of its rules inconsistent with such settlements. Stephens, August and Grass Roots, the last remaining applicants in the Round Rock proceeding reached a settlement with Hicks whereby Hicks would substitute himself for August and become the new applicant for the Round Rock allotment, and the remaining parties would dismiss their applications. Consistent with the Act, Hicks and the remaining applicants for Channel 290C2 then

filed a Joint Request for Approval of Settlement Agreement, attached hereto as **Appendix 1**, seeking Commission waiver of any Commission rules prohibiting reimbursement of dismissing applicants in amounts exceeding their expenses and/or precluding "white knight" settlements. Stephens and Grass Roots have filed requests for dismissal of their respective applications. See FCC File Nos. BPH-880714ML and BPH-880714NJ. The instant amendment is hereby filed to substitute Hicks for August as the applicant for the new FM station on Channel 290C2.

APPENDIX 1

BEFORE THE
Federal Communications Commission
 WASHINGTON, D.C.

In the Matter of)	MM Docket No. 90-608
)	
ELINOR LEWIS STEPHENS)	File No. BPH-880714ML
)	
AUGUST COMMUNICATIONS GROUP, INC.)	File No. BPH-880714MN
)	
GRASS ROOTS RADIO, INC.)	File No. BPH-880714NJ
)	
For Construction Permit for a)	
New FM Station on Channel 290C2)	
in Round Rock, Texas)	

To: The Honorable Arthur J. Steinberg
 Administrative Law Judge

**JOINT REQUEST FOR APPROVAL
OF SETTLEMENT AGREEMENT**

Elinor Lewis Stephens ("Stephens"), August Communications Group, Inc. ("August") and Grass Roots Radio, Inc. ("Grass Roots") (collectively, the "Applicants"), by their respective attorneys, hereby jointly request, pursuant to Section 311(c) of the Communications Act, 47 U.S.C. §311(c) and Section 73.3525 of the Commission's Rules, and the Balanced Budget Act of 1997, Pub. L. No. 105-33, 111 Stat. 251 (1997) that the Commission approve the attached Settlement Agreement. In support, the Applicants state as follows:

1. Stephens, August and Grass Roots are the three last remaining applicants in the Round Rock, Texas FM proceeding for Channel 290C2. The Applicants originally filed their applications in July 1988 and hearing sessions were held in November 1991 and in June 1992. The record was closed on June 30, 1992, but the case has been frozen for over five years as the

-2-

result of the decision of the U.S. Court of Appeals in Bechtel v. FCC, 957 F.2d 873 (D.C. Cir. 1992). The case has been vigorously prosecuted by all applicants, and previous attempts to achieve a settlement were futile.

2. The Settlement Agreement attached hereto constitutes a universal settlement of the Round Rock proceeding. It contemplates dismissal of the applications of Stephens and Grass Roots, amendment of the application of August to substitute R. Steven Hicks as the applicant and a grant of the August application, as amended to substitute R. Steven Hicks as the applicant. Declarations from each applicant are also attached.

3. Approval of this universal settlement will serve the public interest, as it will permit the initiation of a new broadcast service at Round Rock, Texas at a far earlier date than if the case were not settled. Approval of the Agreement is also consistent with the mandate of Congress in the Balanced Budget Act of 1997, which provided that applicants in comparative proceedings such as this one were to be afforded a period of 180 days within which to enter into agreements removing conflicts among their applications. In that connection, Congress directed the Commission to waive any provisions of its rules inconsistent with such settlements. Accordingly, the Applicants request that the Commission waive the provisions of Section 73.3525 of the Rules and any other policies or precedent that would otherwise prohibit reimbursement of dismissing applicants in amounts exceeding their expenses in preparing and prosecuting their applications and/or preclude a "white knight" settlement. The Commission has publicly expressed its willingness to approve "white knight" settlements to resolve mutually exclusive cases filed during the 180-day period ending February 1, 1998 (see FCC 97-397 in MM Docket No. 97-234, para. 26).

-3-

In view of the foregoing, the Applicants respectfully request that the Commission approve the Settlement Agreement, grant August's application as amended to substitute R. Steven Hicks as the applicant, and dismiss the applications of Stephens and Grass Roots.

Respectfully submitted,

ELINOR LEWIS STEPHENS

BY: _____

Jerrold D. Miller
Miller & Miller, P.C.
1990 M Street, N.W.
Suite 760
Washington, D.C. 20036
(202) 785-2720

AUGUST COMMUNICATIONS, INC.

BY: _____

Gene A. Bechtel
Bechtel & Cole, Chartered
1901 L Street, N.W.
Suite 250
Washington, D.C. 20036
(202) 833-4190

GRASS ROOTS RADIO, INC.

BY: _____

Kathryn R. Schmeltzer
Fisher Wayland Cooper Leader & Zaragoza
2001 Pennsylvania Avenue, N.W.
Suite 400
Washington, D.C. 20006
(202) 659-3494

-4-

R. STEVEN HICKS

BY: _____

**Nathaniel F. Emmons
Wiley Rein & Fielding
1776 K Street, N.W.
Washington, D.C. 20006
(202) 828-3154**

CERTIFICATE OF SERVICE

I, Margie Sutton Chew, a secretary to the law firm of Fisher Wayland Cooper Leader and Zaragoza, do hereby certify that true copies of the foregoing **"JOINT REQUEST FOR APPROVAL OF SETTLEMENT AGREEMENT"** was served this 30th day of January, 1998, by first U.S. class mail, to the following:

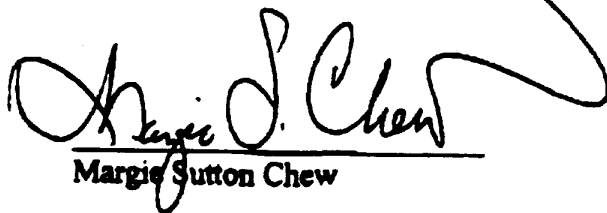
*The Honorable Arthur I. Steinberg
Administrative Law Judge
Federal Communications Commission
2000 L Street, N.W.
Room 228
Washington, D.C. 20554

Jerrold D. Miller, Esq.
Miller & Miller, P.C.
1990 M Street, N.W.
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Washington, D.C. 20036

Gene Bechtel, Esq.
Bechtel & Cole Chartered
1901 L Street, N.W.
Suite 250
Washington, D.C. 20036

Nathaniel F. Emmons
Wiley Rein & Fielding
1776 K Street, N.W.
Washington, D.C. 20006

• VIA HAND-DELIVERY


Margie Sutton Chew

R. Steven Hicks
Response to Section II, Question 4
Exhibit B

FUTURE OWNERSHIP INTERESTS

It is anticipated that R. Steven Hicks will enter into an option agreement with Capstar Radio Broadcasting Partners, Inc. ("Capstar") whereby Capstar will be granted an option to acquire the construction permit for the new FM station on Channel 290C2 in Round Rock, Texas.

OTHER BROADCAST INTERESTS

Other Broadcast Interests Attributable to R. Steven Hicks

R. Steven Hicks ("Hicks") is President, Chief Executive Officer, a Director, and a 6.4% voting shareholder of Capstar Broadcasting Corporation, and is an officer and director of several of its subsidiaries, as follows:

Benchmark Communications Holdings Inc.	President
Capstar Acquisition Company, Inc.	President
Capstar Broadcasting Corporation	President, CEO, Director, 6.4% Vote
Capstar Broadcasting Partners, Inc.	CEO, Director, 2.4% Votes
Capstar Radio Broadcasting Partners, Inc.	CEO
Central Star Communications, Inc.	CEO, President
Patterson Broadcasting, Inc.	COO, President
Point Madison Acquisition Company, Inc.	President

These subsidiaries hold the licenses, or control other subsidiaries which hold the licenses, of numerous radio stations. See Figure 1.

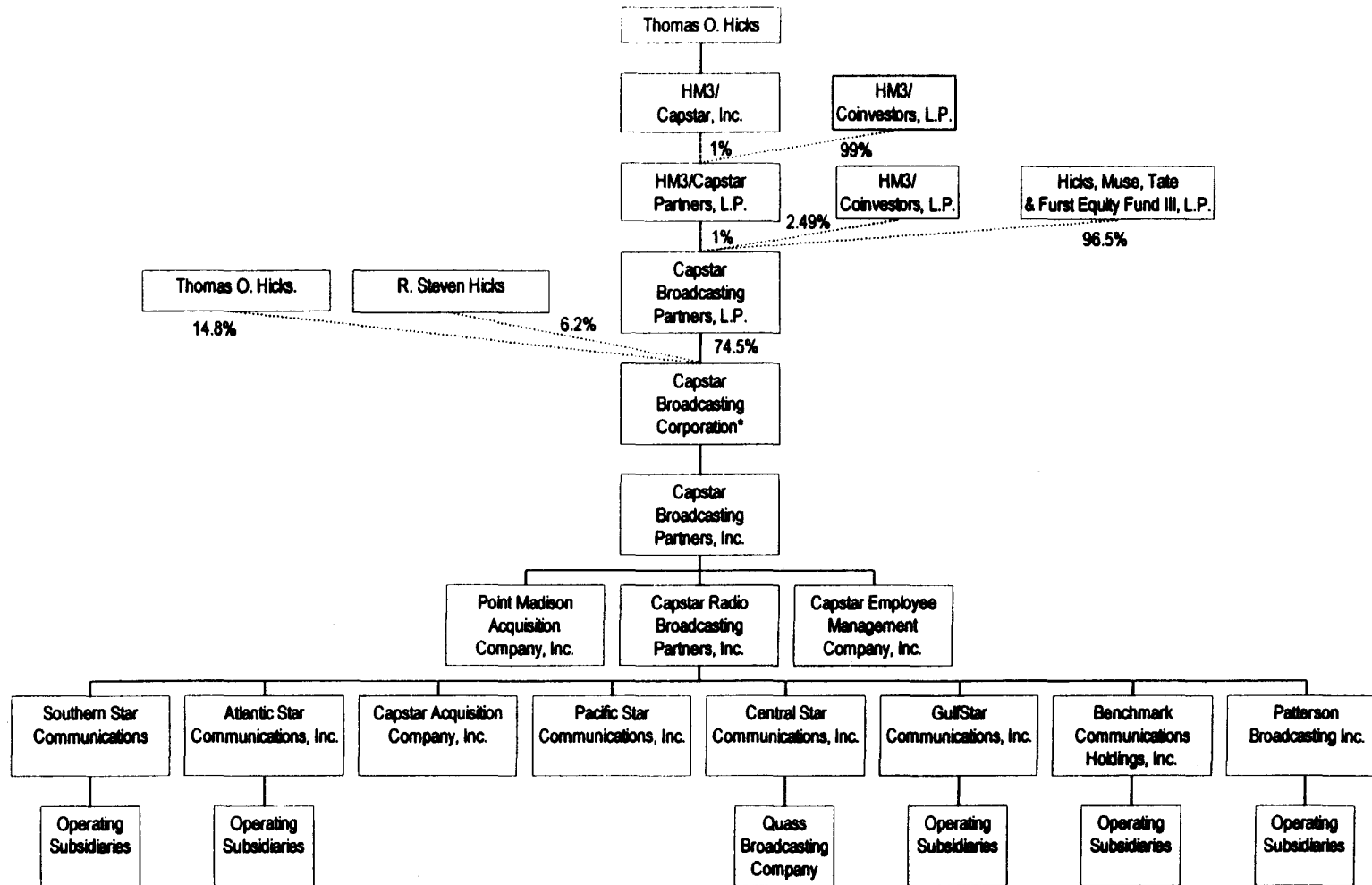
Hicks is also President, Chief Executive Officer and Director of SBI Holding Corporation, the proposed transferee of SFX Broadcasting, Inc., a company holding the licenses of numerous radio stations through several intermediate subsidiaries.

Finally, Hicks has also filed an application for a construction permit for a new FM station, Channel 279, in Silverton, Colorado. BPH-971124MB.

Attached to this Exhibit as **Appendix 1** is a list of the broadcast interests of the companies discussed below, including all stations which are attributable to Hicks via a Local Marketing Agreement (marked "LMA" in "station status" column), and stations that are currently attributable to Hicks via Capstar but which are being sold to non-Capstar entities (marked "being sold" in "station status" column).

CAPSTAR

Figure 1.



Key:

Corporation

General Partner

Insulated Limited Partner

(all Corporations 100% owned by parent, unless otherwise indicated)

*No individual or entity other than those indicated hold more than 0.1% of the stock of Capstar Broadcasting Corporation.

EXHIBIT C, APPENDIX 1 -- OTHER BROADCAST INTERESTS

State/City	Station	Type	Licensee	Station Status
Capstar Broadcasting Inc				
Alabama, Andalusia	WWSF	FM	Patterson Pensacola Licensee Corp.	Own
Alabama, Birmingham	WERC	AM	Southern Star Communications, Inc.	Own
	WMJJ	FM	Southern Star Communications, Inc.	Own
Alabama, Chelsea	W244BA	FM Translator	Southern Star Communications, Inc.	Own
	W274AC	FM Translator	Southern Star Communications, Inc.	Own
Alabama, Columbiana	New FM Ch268A	FM	Southern Star Communications, Inc.	Own
Alabama, Decatur	WDRM	FM	Mountain Lakes Broadcasting, L.L.C.	Own
	WHOS	AM	Mountain Lakes Broadcasting, L.L.C.	Own
Alabama, Fayette	WTXT	FM	Houndstooth Broadcasting Corporation	Own
Alabama, Gadsden	WAAX	AM	Rainbow Broadcasting Corporation	Own
	WQEN	FM	Rainbow Broadcasting Corporation	Own
Alabama, Hartselle	WTAK-FM	FM	Southern Star Communications, Inc.	Own
Alabama, Huntsville	WBHP	AM	Mountain Lakes Broadcasting, L.L.C.	Own
Alabama, Jasper	WOWC	FM	Southern Star Communications, Inc.	Own
Alabama, Meridianville	WXQW	FM	Southern Star Communications, Inc.	Own
Alabama, Millbrook	WMCZ	FM	Benchmark Radio Acquisition Fund XI Limited Partnership	Own
Alabama, Mountain Brook	W272AW	FM Translator	Southern Star Communications, Inc.	Own
Alabama, Normal	W293AH	FM Translator	Southern Star Communications, Inc.	Own
Alabama, Trinity	WWXQ	FM	Southern Star Communications, Inc.	Own
Alabama, Troy	WZHT	FM	Benchmark Radio Acquisition Fund XI Limited Partnership	Own

EXHIBIT C, APPENDIX 1 -- OTHER BROADCAST INTERESTS

State/City	Station	Type	Licensee	Station Status
Alabama, Tuscaloosa	WACT	AM	Houndstooth Broadcasting Corporation	Own
	WRTR	FM	Houndstooth Broadcasting Corporation	Own
Alaska, Anchorage	KASH-FM	FM	Pacific Star Communications, Inc.	Own
	KBFX	FM	Pacific Star Communications, Inc.	Own
	KENI	AM	Pacific Star Communications, Inc.	Own
	KGOT	FM	Pacific Star Communications, Inc.	Own
	KYAK	AM	Pacific Star Communications, Inc.	Own
	KYMG	FM	Pacific Star Communications, Inc.	Own
Alaska, Fairbanks	KAKQ-FM	FM	Pacific Star Communications, Inc.	Own
	KIAK	AM	Pacific Star Communications, Inc.	Own
	KIAK-FM	FM	Pacific Star Communications, Inc.	Own
Arizona, Yuma	KBLU	AM	Pacific Star Communications, Inc.	Own
	KTTI	FM	Pacific Star Communications, Inc.	Own
	KYJT	FM	Pacific Star Communications, Inc.	Own
Arkansas, El Dorado	KBYB	FM	Noalmark Broadcasting Corp.	Acq/Div
Arkansas, Fayetteville	K272DQ	FM Translator	Noalmark Broadcasting Corporation	Own
	KEZA	FM	GulfStar Communications Arkansas Licensee, Inc.	Own
	KKIX	FM	GulfStar Communications Arkansas Licensee, Inc.	Own
Arkansas, Fort Smith	KMAG	FM	GulfStar Communications Arkansas Licensee, Inc.	Own
	KWHN	AM	Gulfstar Communications Arkansas Licensee, Inc.	Own
	New AM 1650	AM	GulfStar Communications Arkansas Licensee, Inc.	Own
Arkansas, Lowell	KMXF	FM	GulfStar Communications Licensee, Inc.	Own
Arkansas, Texarkana	KKYR	AM	GulfStar Communications Texarkana Licensee, Inc.	Own
	KYGL	FM	GulfStar Communications Texarkana Licensee, Inc.	Own
California, Dinuba	KSOF	FM	Patterson Fresno Licensee Corp.	Own
California, Fresno	KCBL	AM	Patterson Fresno Licensee Corp.	Own

EXHIBIT C, APPENDIX 1 -- OTHER BROADCAST INTERESTS

State/City	Station	Type	Licensee	Station Status
California, Hanford	KRZR	FM	Patterson Fresno Licensee Corp.	Own
California, Manteca	KFRY	FM	Pacific Star Communications, Inc.	Own
California, Modesto	KFIV	AM	Pacific Star Communications, Inc.	Own
	KJSN	FM	Pacific Star Communications, Inc.	Own
California, Stockton	KJAX	AM	Pacific Star Communications, Inc.	Own
California, Tulare	KBOS-FM	FM	Patterson Fresno Licensee Corp.	Own
Colorado, Durango	K299AJ	FM Translator	J. Thomas Development of New Mexico, Inc.	Own
Connecticut, Bridgeport	WRKI-FM2	FM Booster	Danbury Broadcasting, Inc.	Own
Connecticut, Brookfield	WINE	AM	Danbury Broadcasting, Inc.	Own
	WRKI	FM	Danbury Broadcasting, Inc.	Own
Connecticut, Norwalk	WEFX	FM	Commodore Media of Norwalk, Inc.	Own
	WNLK	AM	Commodore Media of Norwalk, Inc.	Own
	WRKI-FM1	FM Booster	Danbury Broadcasting, Inc.	Own
Connecticut, Stamford	WKHL	FM	Commodore Media of Norwalk, Inc.	Own
	WSTC	AM	Commodore Media of Norwalk, Inc.	Own
Delaware, Bethany Beach	WOSC	FM	WOSC License L.P.	Being Sold
Delaware, Dover	WDOV	AM	WDOV License Limited Partnership	Own
	WRDX	FM	WDSD License Limited Partnership	Own
Delaware, Smyrna	WDSD	FM	WSRV License Limited Partnership	Own
Delaware, Wilmington	WJBR	AM	Commodore Media of Delaware, Inc.	Own
Florida, Cocoa	WLRQ-FM	FM	Capstar Broadcasting--Florida, Inc.	Own
	WMMV	AM	Capstar Broadcasting--Florida, Inc.	Own

EXHIBIT C, APPENDIX 1 -- OTHER BROADCAST INTERESTS

State/City	Station	Type	Licensee	Station Status
Florida, Gifford	WBBE	FM	Commodore Media of Florida, Inc.	Own
Florida, Melbourne	WBVD	FM	Capstar Broadcasting of Florida, Inc.	Own
	WMMB	AM	Commodore Media of Florida, Inc.	Own
Florida, Milton	WXBM-FM	FM	Patterson Pensacola Licensee Corp.	Own
Florida, Murdock	New FM Ch255A	FM	Corkscrew Broadcasting Corporation	Own
Florida, Pensacola	WMEZ	FM	Patterson Pensacola Licensee Corp.	Own
Florida, Rockledge	WHKR	FM	Commodore Media of Florida, Inc.	Own
Florida, Stuart	WZZR	FM	Commodore Media of Florida, Inc.	Own
Florida, Vero Beach	WAVW	FM	Commodore Media of Florida, Inc.	Own
	WAXE	AM	Commodore Media of Florida, Inc.	Own
	WQOL	FM	Commodore Media of Florida, Inc.	Own
Georgia, Savannah	WAEV	FM	Patterson Savannah Licensee Corp.	Own
	WCHY	AM	Patterson Savannah Licensee Corp.	Own
	WCHY-FM	FM	Patterson Savannah Licensee Corp.	Own
	WSOK	AM	Patterson Savannah Licensee Corp.	Own
Hawaii, Honolulu	KHVH	AM	Patterson Honolulu Licensee Corp.	Own
	KIKI	AM	Patterson Honolulu Licensee Corp.	Own
	KIKI-FM	FM	Patterson Honolulu Licensee Corp.	Own
	KKLV	FM	Patterson Honolulu Licensee Corp.	Own
	KSSK	AM	Patterson Honolulu Licensee Corp.	Own
Hawaii, Pearl City	KUCD	FM	Patterson Honolulu Licensee Corp.	Own
Hawaii, Waipahu	KSSK-FM	FM	Patterson Honolulu Licensee Corp.	Own
Illinois, Springfield	WFMB-FM	FM	Patterson Springfield Licensee Corp.	Own
	WFMB	AM	Patterson Springfield Licensee Corp.	Own

EXHIBIT C, APPENDIX 1 -- OTHER BROADCAST INTERESTS

State/City	Station	Type	Licensee	Station Status
Illinois, Virden	WCVS-FM	FM	Patterson Springfield Licensee Corp.	Own
Iowa, Cedar Rapids	KDAT	FM	Central Star Communications, Inc.	Own
	KHAK	FM	Central Star Communications, Inc.	Own
	KTOF	AM	Central Star Communications, Inc.	Own
Iowa, Des Moines	KDMI	AM	Pacific Star Communications, Inc.	Own
	KGGO	FM	Pacific Star Communications, Inc.	Own
	KHKI	FM	Pacific Star Communications, Inc.	Own
Louisiana, Baton Rouge	WJBO	AM	GCBR, L.P.	Own
	WLSS	FM	GCBR, L.P.	Own
	WYNK	AM	GCBR, L.P.	Own
	WYNK-FM	FM	GCBR, L.P.	Own
Louisiana, Brusly	KRVE	FM	GCBR, L.P.	Own
Louisiana, Denham Springs	WSKR	AM	GCBR, L.P.	Own
Louisiana, Shreveport	KRMD	AM	WKOC License Limited Partnership	Own
	KRMD-FM	FM	WKOC License Limited Partnership	Own
Maine, York Center	WXHT	FM	Atlantic Star Communications, Inc.	Own
Maryland, Ocean City	WWFG	FM	WWFG License Limited Partnership	Being Sold
Massachusetts, Worcester	WSRS	FM	Atlantic Star Communications, Inc.	Own
	WTAG	AM	Atlantic Star Communications, Inc.	Own
Michigan, Battle Creek	WBCK	AM	Patterson Battle Creek Licensee, Corp.	Own
	WBXX	FM	Patterson Battle Creek Licensee, Corp.	Own
	WRCC	AM	Patterson Battle Creek Licensee, Corp.	Own
Michigan, Grand Rapids	WGRD-FM	FM	Patterson Grand Rapids Licensee Corp.	Own
	WLHT	FM	Patterson Grand Rapids Licensee Corp.	Own
	WRCV	AM	Patterson Grand Rapids Licensee Corp.	Own

EXHIBIT C, APPENDIX 1 -- OTHER BROADCAST INTERESTS

State/City	Station	Type	Licensee	Station Status
Michigan, Marshall	WWKN	FM	Patterson Battle Creek Licensee, Corp.	Own
Michigan, Walker	WQFN	FM	William E. Kuiper, Jr.	Own
Mississippi, Jackson	WJMI	FM	Benchmark Jackson, L.L.C.	Being Sold
	WKXI	AM	Benchmark Jackson, L.L.C.	Being Sold
	WOAD	AM	Benchmark Jackson, L.L.C.	Being Sold
Mississippi, Magee	WKXI-FM	FM	Benchmark Jackson, L.L.C.	Being Sold
Missouri, Seligman	KJEM	FM	KJEM FM, A Limited Partnership	Own
Nevada, Carson City	KWNZ	FM	Patterson Reno Licensee Corp.	Being Sold
Nevada, Reno	KCBN	AM	Patterson Reno Licensee Corp.	Being Sold
	KRNO-FM	FM	Patterson Reno Licensee Corp.	Being Sold
New Hampshire, Manchester	WGIR	AM	Atlantic Star Communications, Inc.	Own
	WGIR-FM	FM	Atlantic Star Communications, Inc.	Own
New Hampshire, Portsmouth	WHEB	FM	Atlantic Star Communications, Inc.	Own
	WTMN	AM	Atlantic Star Communications, Inc.	Own
New Mexico, Aztec	KCQL	AM	GulfStar Communications New Mexico Licensee, Inc.	Own
New Mexico, Bloomfield	KKFG	FM	GulfStar Communications New Mexico Licensee, Inc.	Own
New Mexico, Farmington	K265DO	FM Translator	GulfStar Communications New Mexico Licensee, Inc.	Own
	KDAG	FM	GulfStar Communications New Mexico Licensee, Inc.	Own
	KTRA	FM	GulfStar Communications New Mexico Licensee, Inc.	Own
New York, Mount Kisco	WZZN	FM	Commodore Media of Westchester, Inc.	Being Sold
New York, Patterson	WAXB	FM	Commodore Media of Westchester, Inc.	Own
	WPUT	AM	Commodore Media of Westchester, Inc.	Own
New York, White Plains				

EXHIBIT C, APPENDIX 1 -- OTHER BROADCAST INTERESTS

State/City	Station	Type	Licensee	Station Status
	WFAS	AM	Commodore Media of Westchester, Inc.	Being Sold
	WFAS-FM	FM	Commodore Media of Westchester, Inc.	Being Sold
North Carolina, Asheville	WKSF	FM	Asheville Broadcasting Corp.	Own
	WWNC	AM	Asheville Broadcasting Corp.	Own
North Carolina, Forest City	WTPT	FM	Benchmark Greenville, L.L.C.	Own
North Carolina, Statesville	WFMX	FM	Benchmark Radio Acquisition Fund IX Limited Partnership	Own
	WSIC	AM	Benchmark Radio Acquisition Fund IX Limited Partnership	Own
Ohio, Coal Grove	WBVB	FM	Commodore Media of Kentucky, Inc.	Own
Ohio, Ironton	WFXN	FM	Commodore Media of Kentucky, Inc.	Own
	WLEV	AM	Commodore Media of Kentucky, Inc.	Own
Ohio, Springfield	WING-FM	FM	Short Broadcasting Corporation	Being Sold
Oklahoma, Lawton	KLAW	FM	GulfStar Communications Oklahoma License, Inc.	Own
	KZCD	FM	GulfStar Communications Oklahoma Licensee, Inc.	Own
Oklahoma, Poteau	KZBB	FM	Gulfstar Communications Arkansas Licensee, Inc.	Own
Pennsylvania, Allentown	WAEB	AM	Commodore Media of Pennsylvania, Inc.	Own
	WAEB-FM	FM	Commodore Media of Pennsylvania, Inc.	Own
	WKAP	AM	East Penn Broadcasting, Inc.	Own
Pennsylvania, Bethlehem	WZZO	FM	Commodore Media of Pennsylvania, Inc.	Own
Pennsylvania, Harrisburg	WNNK-FM	FM	Patterson Broadcasting, Inc.	Own
	WTCY	AM	Patterson Harrisburg Licensee Corp.	Own
South Carolina, Anderson	WJMZ	FM	WJMZ License Limited Partnership	Own
South Carolina, Beaufort	WYKZ	FM	Patterson Savannah Licensee Corp.	Own
South Carolina, Cayce	WHKZ	FM	WESC-FM License Limited Partnership	Own

EXHIBIT C, APPENDIX 1 -- OTHER BROADCAST INTERESTS

State/City	Station	Type	Licensee	Station Status
South Carolina, Columbia	WCOS-FM	FM	WCOS-FM License Limited Partnership	Own
	WCOS	AM	WCOS (AM) License Limited Partnership	Own
	WNOK	FM	WNOK Acquisition Company, Inc.	Own
	WVOC	AM	WVOC License Limited Partnership	Own
South Carolina, Greenville	WESC-FM	FM	Benchmark Greenville, L.L.C.	Own
	WESC	AM	Benchmark Greenville, L.L.C.	Own
South Carolina, Hardeeville	WLVH	FM	Patterson Savannah Licensee Corp.	Own
South Carolina, West Columbia	WSCQ	FM	Congaree Broadcasters, Inc.	Own
Tennessee, Jackson	WTJS	AM	Currey Broadcasting Corporation	Own
	WTNV	FM	Currey Broadcasting Corporation	Own
Tennessee, Milan	WYNU	FM	Currey Broadcasting Corporation	Own
Texas, Beaumont	KLVI	AM	GulfStar Communications Beaumont Licensee, Inc.	Own
	KYKR	FM	GulfStar Communications Beaumont Licensee, Inc.	Own
Texas, Bloomington	KLUB	FM	GulfStar Communications Victoria Licensee, Inc.	Own
Texas, Corpus Christi	KMXR	FM	GulfStar Communications Corpus Christi Licensee, Inc.	Own
	KRYS	AM	Gulfstar Comm. Corpus Christi Lic.	Own
	KRYS-FM	FM	Gulfstar Comm. Corpus Christi Lic.	Own
Texas, Diboll	KAFX-FM	FM	GulfStar Communications Lufkin Licensee, Inc.	Own
Texas, Hillsboro	KBRQ	FM	Sonance Waco License Subsidiary, Inc.	Own
Texas, Hooks	KTHN	FM	GulfStar Communications Texarkana Licensee Company	Own
Texas, Killeen	KIIZ-FM	FM	GulfStar Communications Killeen Licensee, Inc.	Own
Texas, Lorenzo	KKCL	FM	Gulfstar Communications Lubbock Licensee, Inc.	Own
Texas, Lubbock				